

WEIL, GOTSHAL & MANGES LLP
Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Ray C. Schrock, P.C. (*pro hac vice*)
(ray.schrock@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

KELLER & BENVENUTTI LLP
Tobias S. Keller (#151445)
(tkeller@kellerbenvenutti.com)
Jane Kim (#298192)
(jkim@kellerbenvenutti.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: 415 496 6723
Fax: 650 636 9251

Attorneys for Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Entered on Docket

January 28, 2020

EDWARD J. EMMONS, CLERK

U.S. BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

CRAVATH, SWAINE & MOORE

Paul H. Zumbro (*pro hac vice*)

Signed and Filed January 28, 2020

Dennis Montali

DENNIS MONTALI

U.S. Bankruptcy Judge New York, NY 10019

Tel: 212 474 1000

Fax: 212 474 3700



1 Upon the Motion, dated January 27, 2020, (the “**Sealing Motion**”¹), of PG&E Corporation and
2 Pacific Gas and Electric Company, as debtors and debtors in possession (together, “**PG&E**” or
3 the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to sections
4 105(a) and 107(b) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 9018 of the
5 Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 1001-2(a) of the Bankruptcy
6 Local Rules for the United States District Court for the Northern District of California (the “**Bankruptcy**
7 **Local Rules**”), and the *New District Wide Procedures for Electronically Filing Sealed and Redacted*
8 *Documents* adopted by the United States Bankruptcy Court for the Northern District of California (the
9 “**Local Procedures**”), for entry of an order (i) authorizing the Debtors to file under seal that certain
10 Noteholder RSA Letter Agreement entered into by and among the Debtors, the Specified Consenting
11 Noteholders, and the Shareholder Proponents in connection with such parties’ entry into and execution
12 of the Noteholder RSA and the relief sought in connection with the Noteholder RSA Motion, and
13 (ii) directing that the Noteholder RSA Letter Agreement remain under seal and confidential and not be
14 made available to anyone except as set forth in the Sealing Motion; and consideration of the Sealing
15 Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being
16 proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and
17 determined that notice of the Sealing Motion as provided to the parties listed therein is reasonable and
18 sufficient, and it appearing that no other or further notice need be provided; and this Court having
19 reviewed the Sealing Motion and the Karotkin Declaration submitted in support thereof; and this Court
20 having determined that the legal and factual bases set forth in the Sealing Motion and the Karotkin
21 Declaration establish just cause for the relief granted herein; and it appearing that the relief requested in
22 the Sealing Motion is in the best interests of the Debtors, their estates, creditors, shareholders, and all
23 parties in interest; and upon all of the proceedings had before this Court and after due deliberation and
24 sufficient cause appearing therefor,

25
26
27
28 ¹ Capitalized terms used but not herein defined have the meanings ascribed to such terms in the Sealing Motion.

IT IS HEREBY ORDERED THAT:

1. The Sealing Motion is granted as provided herein.
2. The Debtors are authorized to file under seal the Noteholder RSA Letter Agreement.
3. The copy of the Noteholder RSA Letter Agreement filed under seal is confidential, shall remain under seal, and shall not be made available to anyone other than the (i) the Court, (ii) the U.S. Trustee on a strictly confidential basis, and (iii) counsel to each of the Creditors Committee and the Tort Claimants Committee on a strictly confidential and “professionals’ eyes only” basis.
4. Notice of the Sealing Motion as provided therein shall be deemed good and sufficient and the requirements of the Bankruptcy Local Rules are satisfied by such notice.
5. The Debtors are authorized to take all necessary actions to effectuate the relief granted pursuant to this Order in accordance with the Sealing Motion.
6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

**** END OF ORDER ****